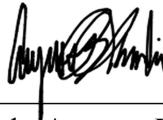


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4Honorable August B. Landis  
United States Bankruptcy Judge5 **Entered on Docket**  
May 02, 20146  
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*Proposed Counsel for the Debtors  
 and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF NEVADA**

In re:

TELEXFREE, LLC,

Case No.: BK-S-14-12524-abl  
 Chapter 11 Affects this Debtor**Jointly Administered with:** Affects all Debtors14-12525 TelexFree, Inc.  
 14-12526 TelexFree Financial, Inc Affects TELEXFREE, INC.Date: April 17, 2014  
 Time: 1:30 p.m. Affects TELEXFREE FINANCIAL, INC

**AMENDED INTERIM ORDER  
AUTHORIZING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “**Motion**”) filed by the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) seeking entry of an order (i) authorizing and directing

1 the joint administration of the Debtors' affiliated chapter 11 cases for procedural purposes only  
2 pursuant to Section 342(c) of Title 11 of the Bankruptcy Code (the "**Bankruptcy Code**"), Rules  
3 1015(b) and 2002(n) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"),  
4 and Rule 1015 of the Local Rules of Bankruptcy Practice of the United States Bankruptcy Court  
5 for the District of Nevada (the "**Local Rules**"), and (ii) providing any additional relief required  
6 in order to effectuate the foregoing; the Court, having reviewed the Motion and having heard the  
7 statements of counsel in support of the relief requested in the Motion at the hearing before the  
8 Court (the "**Hearing**"), finds that the Court has jurisdiction over this matter pursuant to 28  
9 U.S.C. §§ 157 and 1334, this is a core matter pursuant to 28 U.S.C. § 157(b)(2), venue is proper  
10 in this district pursuant to 28 U.S.C. §§ 1408 and 1409, notice of the Motion and the Hearing  
11 were sufficient under the circumstances and that no further notice need be given, and the legal  
12 and factual bases set forth in the Motion and at the Hearing establish just cause for the relief  
13 granted herein,

14 || THEREFORE, IT IS HEREBY ORDERED THAT:

15           1. For the reasons set forth on the record, the Motion is GRANTED on an interim  
16 basis.

17       2. Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015, the above-captioned  
18 Chapter 11 Cases are hereby consolidated on an interim basis for procedural purposes only and  
19 shall be jointly administered by this Court.

20       3. Nothing contained in this Order shall be deemed or construed as directing or  
21 otherwise effecting a substantive consolidation of the above-captioned cases, and this Order shall  
22 be without prejudice to the rights of the Debtors to seek entry of an order substantively  
23 consolidating their respective cases.

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1       4. The caption of the Debtors' jointly administered cases shall read as follows:

2       In re:	Case No.: BK-S-14-12524-abl
3       TELEXFREE, LLC,	Chapter 11
4 <input type="checkbox"/> Affects this Debtor	<b>Jointly Administered with:</b>
5 <input checked="" type="checkbox"/> Affects all Debtors	14-12525 TelexFree, Inc.
6 <input type="checkbox"/> Affects TELEXFREE, INC.	14-12526 TelexFree Financial, Inc
7 <input type="checkbox"/> Affects TELEXFREE FINANCIAL, INC	

9       5. The caption shall be circulated to any parties requesting a copy of the caption  
10 from the Debtors' counsel.

11      6. Substantial compliance with the caption shall be sufficient for acceptance of any  
12 pleadings on the docket.

13      7. A docket entry shall be made in each of the Debtors' Chapter 11 Cases  
14 substantially as follows:

15           An interim Order has been entered in this case directing the joint  
16 administration of the Chapter 11 Cases listed below under Case  
17 No. 14-12524-abl. The docket in Case No. 14-12524-abl should  
18 be consulted for all matters affecting this case. The following  
19 Chapter 11 Cases are jointly administered pursuant to such Order:  
Case No. 14-12524-abl; Case No. 14-12525-abl; and Case No. 14-  
12526-abl.

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1       8. The Court shall retain jurisdiction to hear and determine all matters arising from  
2 or relating to the interpretation or implementation of this Order.

3       9. A final hearing on the Motion shall be set for May 2, 2014 at 9:30 a.m.

5 Submitted by:

6       GORDON SILVER

8       By: /s/ Teresa Pilatowicz  
9       GREGORY E. GARMAN, ESQ.  
10      THOMAS H. FELL, ESQ.  
11      TERESA M. PILATOWICZ, ESQ.  
12      3960 Howard Hughes Pkwy., 9th Floor  
13      Las Vegas, Nevada 89169

14      AND

15      NANCY A. MITCHELL (*pro hac vice*)  
16      MARIA J. DICONZA (*pro hac vice*)  
17      GREENBERG TRAURIG, LLP  
18      The MetLife Building  
19      200 Park Avenue  
20      New York, New York 10166

21      *Proposed Counsel for the Debtors  
22      and Debtors in Possession*

5       ~~APPROVED/DISAPPROVED~~

6       OFFICE OF THE UNITED STATES TRUSTEE

8       By: see LR 9021 Certification  
9       EDWARD M. MCDONALD JR.  
10      300 Las Vegas Blvd. South, Suite 4300  
11      Las Vegas, Nevada 89101  
12      Attorneys for United States Trustee

13      ~~APPROVED/DISAPPROVED~~

14      SANDRA W. LAVIGNA

15      By: see LR 9021 Certification  
16      SANDRA W. LAVIGNA  
17      Senior Bankruptcy Counsel  
18      Los Angeles Regional Office  
19      5670 Wilshire Boulevard, 11<sup>th</sup> Floor  
20      Los Angeles, California 90036  
21      Attorneys for U. S. Securities and  
22      Exchange Commission

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2 **LR 9021 CERTIFICATION**  
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5 In accordance with LR 9021, counsel submitting this document certifies that the order  
6 accurately reflects the court's ruling and that (check one):  
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- The court waived the requirement of approval under LR 9021(b)(1).
- No party appeared at the hearing or filed an objection to the motion.
- I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document]:

Edward McDonald Did Not Approve  
Office of the US Trustee

Sandra W. Lavigna Did Not Approve  
US Securities and Exchange Commissions

I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objection to the form or content of the order.

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